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July 19, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 23565 FILED

JUL 23 '01 11-26 AM

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 29, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **VIRGINIA ELECTRIC AND POWER COMPANY**  
Innsbrook Technical, 5000 Dominion Blvd., IN-3SE, Glen Allen, VA 23060-6711

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **VIRGINIA ELECTRIC AND POWER COMPANY**, covering (400) coal hoppers with reporting marks and numbers – CEFX 60347 – CEFX 61872, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
New Business Development/Research Coordinator



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**Enclosure**

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29<sup>th</sup> day of May, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and VIRGINIA ELECTRIC AND POWER COMPANY, a Virginia Public Service corporation, with an address at Innsbrook Technical, 5000 Dominion Blvd., IN-3SE, Glen Allen, VA 23060-6711 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of May 1, 2001 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.


I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: RICHARD LAVIN  
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

VIRGINIA ELECTRIC AND POWER COMPANY

By:   
Name: DK DROGAN  
Title: DIRECTOR COAL & OIL

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SURFACE TRANSPORTATION BOARD

## Schedule A

Quantity  
400

Equipment Description  
4300 c.f. aluminum bottom  
discharge coal hoppers

Car Marks and Numbers  
Listed below

1	CEFX	60347
2	CEFX	61873
3	CEFX	61874
4	CEFX	61875
5	CEFX	61876
6	CEFX	61877
7	CEFX	61878
8	CEFX	61879
9	CEFX	61880
10	CEFX	61881
11	CEFX	61882
12	CEFX	61883
13	CEFX	61884
14	CEFX	61885
15	CEFX	61886
16	CEFX	61887
17	CEFX	61888
18	CEFX	61889
19	CEFX	61890
20	CEFX	61891
21	CEFX	61892
22	CEFX	61893
23	CEFX	61894
24	CEFX	61895
25	CEFX	61896
26	CEFX	61897
27	CEFX	61898
28	CEFX	61899
29	CEFX	61900
30	CEFX	61901
31	CEFX	61902
32	CEFX	61903
33	CEFX	61904
34	CEFX	61905

35	CEFX	61906
36	CEFX	61907
37	CEFX	61908
38	CEFX	61909
39	CEFX	61910
40	CEFX	61911
41	CEFX	61912
42	CEFX	61913
43	CEFX	61914
44	CEFX	61915
45	CEFX	61916
46	CEFX	61917
47	CEFX	61918
48	CEFX	61919
49	CEFX	61920
50	CEFX	61921
51	CEFX	61922
52	CEFX	61923
53	CEFX	61924
54	CEFX	61925
55	CEFX	61926
56	CEFX	61927
57	CEFX	61928
58	CEFX	61929
59	CEFX	61930
60	CEFX	61931
61	CEFX	61932
62	CEFX	61933
63	CEFX	61934
64	CEFX	61935
65	CEFX	61936
66	CEFX	61937
67	CEFX	61938

68	CEFX	61939
69	CEFX	61940
70	CEFX	61941
71	CEFX	61942
72	CEFX	61943
73	CEFX	61944
74	CEFX	61945
75	CEFX	61946
76	CEFX	61947
77	CEFX	61948
78	CEFX	61949
79	CEFX	61950
80	CEFX	61951
81	CEFX	61952
82	CEFX	61953
83	CEFX	61954
84	CEFX	61955
85	CEFX	61956
86	CEFX	61957
87	CEFX	61958
88	CEFX	61959
89	CEFX	61960
90	CEFX	61961
91	CEFX	61962
92	CEFX	61963
93	CEFX	61964
94	CEFX	61965
95	CEFX	61966
96	CEFX	61967
97	CEFX	61968
98	CEFX	61969
99	CEFX	61970
100	CEFX	61971

PAGE 1 OF 4

## Schedule A

Quantity  
400

Equipment Description  
4300 c.f. aluminum bottom  
discharge coal hoppers

Car Marks and Numbers  
Listed below

101	CEFX	62116
102	CEFX	62151
103	CEFX	62181
104	CEFX	62201
105	CEFX	62213
106	CEFX	62222
107	CEFX	62223
108	CEFX	62238
109	CEFX	62264
110	CEFX	62274
111	CEFX	62275
112	CEFX	62288
113	CEFX	62293
114	CEFX	62306
115	CEFX	62315
116	CEFX	62318
117	CEFX	62334
118	CEFX	62388
119	CEFX	62389
120	CEFX	62390
121	CEFX	62395
122	CEFX	62408
123	CEFX	62412
124	CEFX	62428
125	CEFX	62436
126	CEFX	62440
127	CEFX	62445
128	CEFX	62697
129	CEFX	62698
130	CEFX	62701
131	CEFX	62704
132	CEFX	62705
133	CEFX	62706
134	CEFX	62708

135	CEFX	62710
136	CEFX	62711
137	CEFX	62712
138	CEFX	62713
139	CEFX	62714
140	CEFX	62715
141	CEFX	62716
142	CEFX	62717
143	CEFX	62718
144	CEFX	62719
145	CEFX	62720
146	CEFX	62722
147	CEFX	62723
148	CEFX	62724
149	CEFX	62728
150	CEFX	62729
151	CEFX	62731
152	CEFX	62734
153	CEFX	62735
154	CEFX	62736
155	CEFX	62738
156	CEFX	62739
157	CEFX	62740
158	CEFX	62741
159	CEFX	62742
160	CEFX	62743
161	CEFX	62745
162	CEFX	62746
163	CEFX	62750
164	CEFX	62752
165	CEFX	62753
166	CEFX	62757
167	CEFX	62758

168	CEFX	62759
169	CEFX	62760
170	CEFX	62761
171	CEFX	62763
172	CEFX	62764
173	CEFX	62765
174	CEFX	62768
175	CEFX	62769
176	CEFX	62770
177	CEFX	62771
178	CEFX	62772
179	CEFX	62775
180	CEFX	62776
181	CEFX	62777
182	CEFX	62778
183	CEFX	62780
184	CEFX	62784
185	CEFX	62785
186	CEFX	62786
187	CEFX	62787
188	CEFX	62788
189	CEFX	62789
190	CEFX	62791
191	CEFX	62792
192	CEFX	62793
193	CEFX	62794
194	CEFX	62795
195	CEFX	62796
196	CEFX	62797
197	CEFX	62798
198	CEFX	62799
199	CEFX	62800
200	CEFX	62801

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# Schedule A

Quantity  
400

Equipment Description  
4300 c.f. aluminum bottom  
discharge coal hoppers

Car Marks and Numbers  
Listed below

201	CEFX	62803
202	CEFX	62805
203	CEFX	62806
204	CEFX	62807
205	CEFX	62808
206	CEFX	62811
207	CEFX	62812
208	CEFX	62813
209	CEFX	62814
210	CEFX	62816
211	CEFX	62819
212	CEFX	62820
213	CEFX	62821
214	CEFX	62822
215	CEFX	62823
216	CEFX	62825
217	CEFX	62826
218	CEFX	62827
219	CEFX	62828
220	CEFX	62829
221	CEFX	62831
222	CEFX	62833
223	CEFX	62834
224	CEFX	62837
225	CEFX	62838
226	CEFX	62839
227	CEFX	62840
228	CEFX	62841
229	CEFX	62842
230	CEFX	62843
231	CEFX	62844
232	CEFX	62845
233	CEFX	62846
234	CEFX	62849

235	CEFX	62850
236	CEFX	62851
237	CEFX	62852
238	CEFX	62854
239	CEFX	62856
240	CEFX	62857
241	CEFX	62859
242	CEFX	62860
243	CEFX	62861
244	CEFX	62862
245	CEFX	62863
246	CEFX	62864
247	CEFX	62867
248	CEFX	62868
249	CEFX	62869
250	CEFX	62870
251	CEFX	62871
252	CEFX	62872
253	CEFX	62873
254	CEFX	62874
255	CEFX	62875
256	CEFX	62876
257	CEFX	62878
258	CEFX	62880
259	CEFX	62881
260	CEFX	62882
261	CEFX	62883
262	CEFX	62885
263	CEFX	62886
264	CEFX	62887
265	CEFX	62888
266	CEFX	62889
267	CEFX	62890

268	CEFX	62891
269	CEFX	62892
270	CEFX	62896
271	CEFX	62897
272	CEFX	62898
273	CEFX	62901
274	CEFX	62902
275	CEFX	62903
276	CEFX	62904
277	CEFX	62905
278	CEFX	62907
279	CEFX	62908
280	CEFX	62909
281	CEFX	62910
282	CEFX	62912
283	CEFX	62913
284	CEFX	62914
285	CEFX	62915
286	CEFX	62918
287	CEFX	62919
288	CEFX	62921
289	CEFX	62922
290	CEFX	62923
291	CEFX	62924
292	CEFX	62925
293	CEFX	62926
294	CEFX	62928
295	CEFX	62929
296	CEFX	62930
297	CEFX	62931
298	CEFX	62932
299	CEFX	62933
300	CEFX	62934

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## Schedule A

Quantity  
400

Equipment Description  
4300 c.f. aluminum bottom  
discharge coal hoppers

Car Marks and Numbers  
Listed below

301	CEFX	60241
302	CEFX	60242
303	CEFX	60243
304	CEFX	60244
305	CEFX	60245
306	CEFX	60246
307	CEFX	60247
308	CEFX	60249
309	CEFX	60250
310	CEFX	60251
311	CEFX	60252
312	CEFX	60253
313	CEFX	60254
314	CEFX	60255
315	CEFX	60256
316	CEFX	60257
317	CEFX	60260
318	CEFX	60261
319	CEFX	60263
320	CEFX	60264
321	CEFX	60265
322	CEFX	60266
323	CEFX	60267
324	CEFX	60268
325	CEFX	60269
326	CEFX	60270
327	CEFX	60271
328	CEFX	60272
329	CEFX	60273
330	CEFX	60274
331	CEFX	60275
332	CEFX	60276
333	CEFX	60277
334	CEFX	60279

335	CEFX	60280
336	CEFX	60283
337	CEFX	60285
338	CEFX	60290
339	CEFX	60291
340	CEFX	60292
341	CEFX	60293
342	CEFX	60294
343	CEFX	60295
344	CEFX	60296
345	CEFX	60298
346	CEFX	60300
347	CEFX	60301
348	CEFX	60302
349	CEFX	60303
350	CEFX	60304
351	CEFX	60305
352	CEFX	60306
353	CEFX	60307
354	CEFX	60308
355	CEFX	60309
356	CEFX	60310
357	CEFX	60311
358	CEFX	60312
359	CEFX	60313
360	CEFX	60315
361	CEFX	60317
362	CEFX	60318
363	CEFX	60319
364	CEFX	60320
365	CEFX	60321
366	CEFX	60322
367	CEFX	60323

368	CEFX	60324
369	CEFX	60325
370	CEFX	60326
371	CEFX	60327
372	CEFX	60328
373	CEFX	60329
374	CEFX	60330
375	CEFX	60331
376	CEFX	60333
377	CEFX	60336
378	CEFX	60337
379	CEFX	60341
380	CEFX	60342
381	CEFX	60343
382	CEFX	60344
383	CEFX	60345
384	CEFX	60346
385	CEFX	61857
386	CEFX	61858
387	CEFX	61859
388	CEFX	61860
389	CEFX	61861
390	CEFX	61862
391	CEFX	61863
392	CEFX	61864
393	CEFX	61865
394	CEFX	61866
395	CEFX	61867
396	CEFX	61868
397	CEFX	61869
398	CEFX	61870
399	CEFX	61871
400	CEFX	61872

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